

**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
Alexandria Division**

**TIM P. BRUNDLE, on behalf of the Constellis Employee Stock Ownership Plan,** )  
Plaintiff, )  
v. )  
**WILMINGTON TRUST, N.A., as successor to Wilmington Trust Retirement and Institutional Services Company,** )  
Defendant. )  
\_\_\_\_\_  
Case No. 1:15CV1494-LMB-IDD

**LIST OF CONFIDENTIAL DOCUMENTS  
FILED UNDER SEAL**

## Defendant's Trial Exhibits ("DTX")

DTX No.	Description	Bates Nos.
24	Letter from D. Summers to G. Golden re Taylor English representation (10-15-2013)	TED019873-19874
29	Email Chain from D. Summers to A. El-Tahch and E. Horn re due diligence (10-29-2013)	TED006409-6411
30	Email Chain from J. Protas to E. Horn re Qui Tam suit & Attachment (10-29-2013)	TED010751-10756
32	Email Chain from A. El-Tahch to D. Summers and E. Horn re Constellis certifications, etc. (11-1-2013)	TED006007-6012
33	Email Chain from T. Ma to A. El-Tahch re due diligence	CSG023507-23509
34	Email Chain from J. Janus to E. Horn re Constellis insurance coverage and Constellis Group Insurance Coverages attachment	TED010669-10675
35	Email Chain from A. El-Tahch to E. Horn re DCAA audit issues (11-5-2013)	TED010688-10691
36	Email Chain from A. El-Tahch to T. Ma re due diligence (11-5-2013)	CSG023750-23752
37	Email Chain from J. Janus to E. Horn re KBOSSS and WPS contracts (11-5-2013)	TED010746-10748
38	Email Chain from A. El-Tahch to D. Summers and E. Horn re due diligence re DCAA (11-5-2013)	TED005788-5792

DTX No.	Description	Bates Nos.
45	Email Chain from T. Ma to K. Bonn et al re Constellis Term Sheet & Attachment (11-13-2013)	TED005653-5665
46	Email Chain from T. Ma to K. Bonn, J. Matz, G. Golden, D. Summers, et al. re revised Constellis Term Sheet & attached Constellis ESOP Transaction – Term Sheet _ Revised Final (11/13/2013)	TED005640-005652
56	Email Chain from A. El-Tahch to E. Horn (11-15-2013)	TED016010-16036
59	Email Chain from E. Horn to T. Ma and G. Thacker re revisions to term sheet & attachment (11-15-2013)	WT_00000212-225
62	Email Chain from G. Thacker to D. Summers, et al. re revisions to term sheet & attachment (11/15/2013)	WT_00000404-419
63	Email Chain from S. Meza to E. Horn and D. Summers re draft proposed offer to purchase, subordinated promissory note, notice to stockholders, and letter of transmittal to tender shares & attachments (11-15-2013)	TED005724-5775
64	Email Chain from E. Horn to S. Meza and D. Summers re revisions to term sheet & attachment (11-15-2013)	WT_00000432-465
65	Email Chain from G. Thacker to E. Horn and T. Ma re negotiations of per share value (11-15-2013)	TED005721-5723
70	Email Chain from E. Horn to G. Thacker and T. Ma re revisions to term sheet & attachments (11/19/2013)	WT-00000482-511
71	Email Chain from G. Thacker to E. Horn and T. Ma (11/20/2013)	WT_00000573-590
73	Email Chain from D. Summers to G. Thacker and E. Horn & Attachment (11/21/2013)	WT_00000628-646
74	Email Chain from G. Thacker to D. Summer and E. Horn (11/22/2013)	WT_00007557-7576
75	Email Chain from D. Summers to G. Thacker and E. Horn Fw: Constellis Term Sheet & Attachment (11/22/2013)	WT_00000693-713 (Dep. Ex. 52)
77	Email Chain from D. Summers to G. Thacker and E. Horn re final term sheet negotiations & attached final term sheet (11-22-2013)	TED013152-13173
85	Email Chain from M. Baluda to E. Horn, R. Vicencio, G. Thacker, and T. Ma regarding Final Term Sheet & Attachment (12-14-2013)	TED009836-9849
90	Email Chain from E. Horn to R. Vicencio re DCAA special indemnity & attachments (12-17-2013)	TED016413-16468
92	Due Diligence Memorandum from W. Dennis Summers to the ESOP Review Committee,	TED018260-18288

DTX No.	Description	Bates Nos.
	Wilmington Trust Retirement and Institutional Services Company Re: Constellis Group, Inc. – ESOP Transaction and Redemption (12-18-2013)	
95	Email Chain from E. Horn to S. Meza re special indemnity (12-18-2013)	TED019368-19369
114	ESOP Seller Loan and Pledge Agreement between Constellis Group and Shareholders of the Company	TED014852-14922
117	ESOP note (12-20-2013)	TED022804-22806
119	Warrant to Purchase Common Stock (12-27-2013)	ACAD_031147-031160)
169	Minutes of FSSC (5-6-2014)	WT_00038124
170	G. Golden Handwritten Notes (5-6-2013)	WT_00037624-37625
181	Stock Purchase Agreement (“SPA”) among Constellis ESO Trust, et al. (6-6-2014)	TED017025-017119
200	Fairness Opinion Letter from SRR to Wilmington Trust	TED014455-14459
	Warrant to Purchase Common Stock (12-27-2013)	CLLC040299-040313
	Constellis Financial Model Comparison	SRR-Constellis-0014452-14458
	ESOP Company Loan and Pledge Agreement between Constellis and Constellis ESOP (12-20-2013)	TED022807-22826
	Refinanced ESOP – Company Loan and Pledge Agreement (12-27-2013)	TED027370-27390
	Letter of Intent to Acquire Constellis Group, Inc. (3-25-2014)	WT_00026928-26936

### Deposition Exhibits

Deposition Exhibit No.	Description	Bates Nos.
01	The McLean Group – Constellis Group Business Valuation as of January 31, 2013	CLLC010088-10174
02	SRR Constellis Group Analysis of Transaction Fairness Issued 12-20-2013	SRR-Constellis-0011328-11456
12	SRR Constellis Group, Inc. Preliminary Valuation Analysis as of 11-14-2013 – Draft	WT_00023605-023695
15	Constellis-SRR statement of representation (12-19-2013)	SRR-Constellis-0013663-13664
16	SRR Wilmington Trust Retention Letter (12-20-2013)	WT_00008856-8860
18	FSSC Meeting Minutes (11-14-2013)	WT_00004155
24	Plaintiff's Rule 26(a)(2) Disclosures (Messina) (3-2016)	No Bates Nos.
27	FSSC Meeting Minutes (12-19-2013)	WT_00004148-4149

Deposition Exhibit No.	Description	Bates Nos.
28	FSSC Meeting Minutes (6-26-2014)	WT_00004145-4147
50	Emails-Materials setting forth preliminary range of value	WT_00036547-36550
54	FSCC Meeting Minutes (6-6-2014)	WT_00038121-38123
55	J. Matz' Notes from the May 6, 2014 Committee Meeting	WT_00037775-37776
56	J. Matz' Notes from the June 6 Meeting on the Constellis Transaction	WT_00036553-36554
57	J. Matz' Notes from June 26, 2014 Committee Meeting	WT_00036555-36556
58	J. Matz' Notes from the December 19, 2013 Committee Meeting on the Constellis Transaction	WT_00036545-36546
78	Email from T. Ma to A. El-Tahch, et al. re October Financials and Other SRR requests (11-23-2013)	SRR-Constellis-0021547-21607
84	Constellis Stock Purchase Agreement (12-20-2013)	SRR-Constellis-0007585-7663
86	Email from T. Ma to A. El-Tahch re Triple Canopy Pipeline (10-28-2013)	SRR-Constellis-0020703-20707
128	J. Tarbell Expert Report (3-14-2016)	No Bates Nos.
129	J. Tarbell Expert Report (4-13-2016)	No Bates Nos.
134	SRR Constellis Group, Inc. Analysis of Transaction Fairness (7-25-2014) (color version)	CLLC050067-050200
136	Triple Canopy Holdings, Inc. Bylaws	SRR-Constellis-0009140-9155
144	Email from G. Golden to J. Matz re FSCC ESOP Fact Sheet (10-9-2013)	WT_00006636-6638
148	Email from A. El-Tahch to K. Bonn and G. Golden re Triple Canopy-Constellis Draft Materials (11-12-2013)	WT_00006838
149	Email from G. Golden to A. Hall re FSCC Constellis Group Transaction (11-12-2013)	WT_00006839-6930
151	Email from G. Golden to A. El-Tahch and K. Bonn re Constellis Due Diligence and Updated Models (11-12-2013)	No Bates Nos.
152	FSSC Meeting Minutes (11-14-2013)	WT_00004155
153	G. Golden Handwritten Notes (11-14-2013)	WT_00036952-36958
154	G. Golden Handwritten Notes (11-14-2013)	WT_00036959
159	G. Golden Handwritten Notes (12-18-2013)	WT_00036884-36886
161	G. Golden Handwritten Notes (12-19-2013) (redacted version)	WT_00036781-36783
164	Email from G. Golden to A. Hall, et al. re FSSC Constellis – Triple Canopy Transaction December 19 (4-9-2014)	WT_00010183

<b>Deposition Exhibit No.</b>	<b>Description</b>	<b>Bates Nos.</b>
165	Email from K. Bonn to G. Golden et al. re FSSC Constellis – TC Transaction December 19) (4-9-2014)	WT_00010215-10216
166	FSSC Meeting Minutes (4-10-2014)	WT_00038125-38127
167	G. Golden Handwritten Notes (4-18-2014)	WT_00037721-37726
169	G. Golden Handwritten Notes (4-22-2014)	WT_00037718-37720
175	G. Golden Handwritten Notes (7-29-2014)	WT_00036559
190	Triple Canopy DD Meeting (10-24-2013)	SRR-Constellis-0014279-14281
201	Email from A. El-Tahch to E. Horn, et al. re Constellis ESOP Transaction (11-14-2013)	SRR-Constellis-0029335-29338
218	Email from M. Mann to G. Thacker re ESOP Valuation Finished (11-15-2013)	CSG027400-27401
224	Email from G. Thacker to A. El-Tahch re Warrant	SRR_Constellis-0033808
230	Email from H. Chipman to K. Bonn, et al. re Due Diligence Questionnaire (6-11-2013)	WT_00045079
231	Wilmington Trust Valuation Firm Due Diligence Questionnaire – SRR (6-11-2013)	WT_00045106-45109
233	G. Golden Handwritten Notes (12-19-2013) (unredacted version)	WT_00036781-36783
234	G. Golden Handwritten Notes (4-8-2014) (unredacted version)	WT_00037759
235	G. Golden Handwritten Notes (5-29-2014) (unredacted version)	WT_00037503
236	G. Golden Handwritten Notes (6-2-2014) (unredacted version)	WT_00037499-37502
237	G. Golden Handwritten Notes (6-6-2014) (unredacted version)	WT_00037459-37462
238	G. Golden Handwritten Notes (6-23-2014) (unredacted version)	WT_00037454-37455
239	G. Golden Handwritten Notes (6-26-2014) (unredacted version)	WT_00037370-37373
245	Investor Rights Agreement (12-20-2013)	TED-002857-2882

### **Deposition Transcript Excerpts**

<b>MISO Ex.</b>	<b>Deponent</b>	<b>Deposition Tr. Excerpts</b>
K	Andrew Halldorson	72:7-74:16, 208:6-209:22